

EXHIBIT B

Articles of Organization

and

Certificate of Authority to Transact Business

**ARTICLES OF ORGANIZATION
OF
IMS DIRECT LLC**

The undersigned, being of full age and for the purpose of forming a limited liability company for general business purposes under Chapter 322B of the Minnesota Statutes, does hereby adopt the following Articles of Organization:

**Article 1
Name**

The name of this limited liability company is IMS Direct LLC.

**Article 2
Registered Office**

The address of the registered office of this limited liability company is 510 Marquette Avenue South, Suite 206, Minneapolis, Minnesota 55402.

**Article 3
Period of Existence**

Unless dissolved earlier in accordance with law, this limited liability company will have perpetual existence.

**Article 4
Organizer**

The name and address of the sole organizer of this limited liability company is Alice E. Campbell, 3400 City Center, 33 South Sixth Street, Minneapolis, Minnesota 55402.

**Article 5
Preemptive Rights Prohibition**

The members of this limited liability company shall have no preemptive rights as described in Minnesota Statutes Section 322B.33 or any successor thereto.

**Article 6
Cumulative Voting**

The members of this limited liability company shall have no rights of cumulative voting as described in Minnesota Statutes Section 322B.63 or any successor thereto.

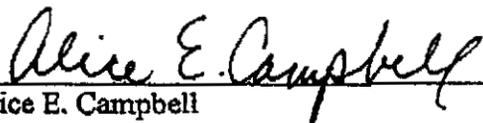
Article 7
Limitation of Liability of Governors

A governor of this limited liability company shall not be personally liable to this limited liability company or its members for monetary damages for breach of fiduciary duty as a governor, except for liability (i) based on a breach of the governor's duty of loyalty to this limited liability company or its members; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) under Section 322B.56 or Section 80A.23 of the Minnesota Statutes; or (iv) for any transaction from which such governor derived an improper personal benefit. If Chapter 322B of the Minnesota Statutes is hereafter amended to authorize the further elimination or limitation of the liability of governors, then the liability of a governor of this limited liability company, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by Chapter 322B of the Minnesota Statutes, as amended. Any repeal or modification of this Article by the members of this limited liability company shall be prospective only and shall not adversely affect any limitation on the personal liability of a governor of this limited liability company existing at the time of such repeal or modification.

Article 8
Actions by Written Consent

Any action which is required or permitted to be taken by the governors of this limited liability company at a meeting and which does not require the approval of the members may be taken by written action signed by the number of governors that would be required to take the same action at a meeting at which all governors were present. However, if the action is one which must be approved by the members, such action may be taken only by written action signed by all of the governors then in office. Any action required or permitted to be taken at a meeting of the members may be taken by written action signed by members who possess the voting power that would be required to take the same action at a meeting of the members at which all members were present.

IN WITNESS WHEREOF, the undersigned has set her hand this 25th day of May, 2000.



Alice E. Campbell
Organizer

GP:701433 v1st

STATE OF MINNESOTA
FILED
dup copy
MAY 25 2000
Henry Hillenbrand
Secretary of State

**ACTION BY THE GOVERNORS
AND MEMBERS
OF
IMS DIRECT LLC**

The undersigned, being at least a majority of the governors and of the members of IMS Direct LLC, a Minnesota limited liability company ("Company"), hereby take the following action pursuant to Minnesota Statutes Section 322B.656, Section 322B.16 and Section 322B.35:

Amendment of Articles of Organization for Name.

RESOLVED, That the Articles of Organization of this LLC be amended as follows:

**Article 1
Name**

The name of this limited liability company is New Access Communications LLC.

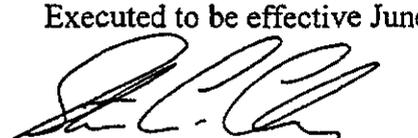
FURTHER RESOLVED, That Steven C. Clay, the President of this limited liability company, be, and hereby is, authorized and directed to make and execute Articles of Amendment embracing the foregoing resolution and to cause such Articles of Amendment to be filed with the office of the Secretary of State of the State of Minnesota.

Restatement of Bylaws and Member Control Agreement

RESOLVED, That the Bylaws and the Member Control Agreement of this Company be restated effective today to reflect the Company's new name; and

FURTHER RESOLVED, That such Restated Bylaws and Restated Member Control Agreement be attested to by the Secretary as of the date hereof and " inserted in the Company's record book.

Executed to be effective June 28, 2000.

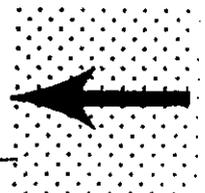


Steven C. Clay



David A. Buss

Gregory L. Wilmes



**ARTICLES OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
IMS DIRECT LLC**

I, the undersigned President of IMS Direct LLC, a Minnesota limited liability company, do hereby certify that an Amendment to the Articles of Organization to change the name of the company was approved by written action of all the Members pursuant to Minnesota Statutes Section 322B.16 and Section 322B.35, as follows:

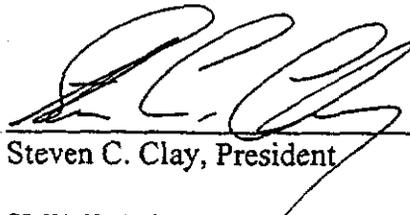
RESOLVED, That the Articles of Organization of this LLC be amended as follows:

**Article 1
Name**

The name of this limited liability company is New Access Communications LLC.

FURTHER RESOLVED, That Steven C. Clay, the President of this limited liability company, be, and hereby is, authorized and directed to make and execute Articles of Amendment embracing the foregoing resolution and to cause such Articles of Amendment to be filed with the office of the Secretary of State of the State of Minnesota.

Executed as of June 28, 2000.



Steven C. Clay, President

Form **LLC-45.5**

January 1999

**Illinois
Limited Liability Company Act**

This space for use by
Secretary of State

Application for Admission to Transact Business

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62756
http://www.sos.state.il.us

Submit in Duplicate

Must be typewritten

This space for use by Secretary of State

Date _____
Assigned File # _____
Filing Fee \$400
Penalty \$ _____
Approved: \$ _____

Payment must be made by certified check, cashier's check, Illinois attorney's C.P.A.'s check or money order, payable to "Secretary of State."

1. Limited Liability Company name: NEW ACCESS COMMUNICATIONS LLC
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)

2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: _____
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)

3. Federal Employer Identification Number (F.E.I.N.): 41-1974267

4. Jurisdiction of Organization: Minnesota

5. Date of Organization: May 25, 2000

6. Period of Duration: perpetual
(See #14 on back)

7. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):

510 Marquette Avenue, South, Suite 206
(Number) (Street) (Suite)
Minneapolis, MN 55402
(City/State) (ZIP Code) (County)

8. Registered agent: CORPORATION SERVICE COMPANY
(First Name) (Middle Name) (Last Name)

Registered Office: 422 North Northwest Highway
(Number) (Street) (Suite #)

(P.O. Box or c/o are unacceptable) Park Ridge, Illinois 60068
(City) (County) (ZIP Code)

9. The date on which this foreign LLC first did business in Illinois: upon registration

LLC-45.5

10. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).

Provisions of telecommunication services.

11. The limited liability company is managed by:

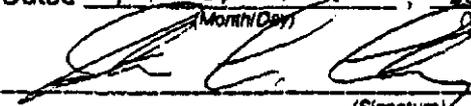
manager(s)
 vested in member(s)

12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

13. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.

14. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.

15. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated March 1, 2001
(Month/Day) (Year)

(Signature)
(Signature must comply with Section 5-45 of ILLCA)
Steven C. Clay President
(Type or print name and title)

(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

*Please refer to Sections 178.20(d) and (e) of the Administrative Rules